

BALL JANIK LLP

A T T O R N E Y S

1455 F STREET, NW, SUITE 225  
WASHINGTON, D.C. 20005

TELEPHONE 202-638-3307  
FACSIMILE 202-783-6947

KARL MORELL

kmorell@bjllp.com

December 23, 1998

RECORDATION NO. 20751-A  
FILED  
DEC 23 '98 2-19 PM

The Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W., Suite 715  
Washington, DC 20423-0001

Dear Secretary Williams:

Enclosed is the original and one certified copy of the document described below,  
to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Release, a secondary document, dated December 21, 1998.  
The primary document to which the Release is connected is recorded under Recordation No.  
20751. We request that this document be recorded under Recordation No. 20751-A.

The name and address of the party to the Release are:

Secured Party:

Heller Financial Leasing, Inc.  
900 Circle 75 Parkway NW, Suite 1600  
Atlanta, GA 30339

A description of the equipment covered by the Release consists of four (4)  
locomotives bearing Southern Pacific Transportation Company marks and road numbers 7486,  
9243, 9282 and 9330.

A fee of \$26.00 is enclosed. Please return one original to:

Karl Morell  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

DEC 23 '98 2 19 PM

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

PORTLAND, OREGON

WASHINGTON, D.C.

SALEM, OREGON

CYPREL.1

BALL JANIK LLP

The Honorable Vernon A. Williams

December 23, 1998

Page 2

A short summary of the document to appear in the index follows: a Release by Heller Financial Leasing, Inc., 900 Circle 75 Parkway NW, Suite 1600, Atlanta, GA 30339, covering locomotives: SP 7486, SP 9243, SP 9282, and SP 9330.

Sincerely,

A handwritten signature in cursive script, appearing to read "Karl Morell".

Karl Morell

Enclosures

**RELEASE OF SECURITY INTEREST**

DEC 23 '98

2-19 PM

THIS RELEASE OF SECURITY INTEREST is entered into by Heller Financial Leasing, Inc. as Secured Party. The undersigned Secured Party hereby releases, discharges and quitclaims all of the undersigned's right, title and interest to all of the Equipment and the Lease listed and identified in the:

Security Agreement dated as of June 30, 1997 among U.S. Trust Company of California, N.A., not in its individual capacity, but as owner trustee for the benefit of Cypress Equipment Fund II Ltd., Debtor, and Heller Financial Leasing, Inc., as Secured Party, as filed with the Surface Transportation Board on July 1, 1997, under Recordation No. 20751.

**HELLER FINANCIAL LEASING, INC.**

By: John E Payne  
Name: JOHN E PAYNE  
Title: VICE PRESIDENT

Dated: December 21, 1998

ACKNOWLEDGEMENT OF NOTARY PUBLIC

STATE OF ILLINOIS )

) SS

COUNTY OF COOK )

On DECEMBER 22, 1998, before me, MARGARET E. GOURLEY, personally appeared JOHN E. PAYNE, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged that HE executed the same in HIS authorized capacity, and that by HIS signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

*Margaret E. Gourley*

NOTARY PUBLIC

